

BI (Official Form 1)(1/08)

United States Bankruptcy Court District of New Jersey				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Trump Marina Associates, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FKA Trump's Castle Associates, L.P.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 22-2608426			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): Huron Avenue at Brigantine Boulevard Atlantic City, NJ			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 08401			ZIP Code		
County of Residence or of the Principal Place of Business: Atlantic			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Trump Marina Associates, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: Camden, New Jersey - See Schedule 1	Case Number: 04-46898	Date Filed: 11/21/04	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Schedule 2		Case Number:	
District: Camden, New Jersey		Date Filed:	
Relationship: Affiliate		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. If further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;">_____ (Name of landlord that obtained judgment)</div> <div style="margin-left: 40px;">_____ (Address of landlord)</div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Trump Marina Associates, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Charles A. Stanziale, Jr.

Printed Name of Attorney for Debtor(s)

McCarter & English, LLP

Firm Name

**Four Gateway Center
100 Mulberry Street
Newark, NJ 07102**

Address

(973) 622-4444 Fax: (973) 624-7070

Telephone Number

February 16, 2009

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

John P. Burke

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

February 16, 2009

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

SCHEDULE 1

Prior Bankruptcy Cases Filed within the Last 8 Years

On November 21, 2004 the entities listed below filed for bankruptcy and were jointly administered at Case Number 04-46898-JHW (the "2004 Debtors"):

Case No. 04-46898; THCR/LP Corporation, f/k/a TM/GP Corporation
Case No. 04-46899; Trump Taj Mahal Associates, a New Jersey General Partnership
Case No. 04-46900; Trump Plaza Associates, a New Jersey General Partnership
Case No. 04-46901; Trump Marina Associates, L.P., a New Jersey Limited Partnership
Case No. 04-46902; Trump Indiana Realty, LLC, a Delaware Limited Liability Company
Case No. 04-46903; Trump Indiana Casino Management, LLC
Case No. 04-46904; THCR Management Holdings, LLC
Case No. 04-46905; THCR Management Services, LLC
Case No. 04-46906; THCR Enterprises, LLC, a New Jersey Limited Liability Company
Case No. 04-46907; THCR Enterprises, Inc., a Delaware Corporation
Case No. 04-46908; Trump Internet Casino, LLC, a Delaware Limited Liability Company
Case No. 04-46909; Trump Hotels & Casino Resorts Development Company, LLC
Case No. 04-46910; Trump Atlantic City Associates, a New Jersey General Partnership
Case No. 04-46911; Trump Casino Holdings, LLC, a Delaware Limited Liability Company
Case No. 04-46912; Trump Casino Funding, Inc., a Delaware Corporation
Case No. 04-46913; Trump Atlantic City Funding, Inc., a Delaware Corporation
Case No. 04-46914; Trump Marina, Inc., a New Jersey Corporation
Case No. 04-46915; Trump Hotels & Casino Resorts Holdings L.P.
Case No. 04-46916; Trump Atlantic City Holding, Inc., a Delaware Corporation
Case No. 04-46917; Trump Hotels & Casino Resorts, Inc., a Delaware Corporation
Case No. 04-46918; THCR Holding Corp., a Delaware Corporation
Case No. 04-46919; Trump Hotels & Casino Resorts Funding, Inc., a Delaware Corp.
Case No. 04-46920; Trump Plaza Funding, Inc., a New Jersey Corporation
Case No. 04-46921; Trump Atlantic City Funding II, Inc., a Delaware Corporation
Case No. 04-46922; Trump Atlantic City Funding III, Inc., a Delaware Corporation
Case No. 04-46923; Trump Atlantic City Corporation, a Delaware Corporation
Case No. 04-46924; Trump Indiana, Inc., a Delaware Corporation
Case No. 04-46925; THCR Ventures, Inc., a Delaware Corporation

An Amended Order Confirming the Second Amended Joint Plan of Reorganization dated March 30, 2005 was entered on April 11, 2005 by the United States Bankruptcy Court for the District of New Jersey for all of the 2004 Debtors. As a result of the plan, certain 2004 Debtors were renamed, and certain subsidiaries were merged and/or dissolved. The following reorganized debtors emerged: TCI Holdings, LLC; Trump Entertainment Resorts, Inc.; Trump Entertainment Resorts Holdings, L.P.; Trump Entertainment Resorts Funding, Inc.; Trump Entertainment Resorts Development Company, LLC; Trump Taj Mahal Associates, LLC; Trump Plaza Associates, LLC; Trump Marina Associates, LLC; TER Management Co., LLC; TER Development Co., LLC; and TER Keystone Development Co., LLC. All of these entities are direct or indirect affiliates of Trump Entertainment Resorts, Inc. As of the date hereof, all of these cases have been closed, with the exception of 04-46898, 04-46899, 04-46900, 04-46901.

SCHEDULE 2

Pending Bankruptcy Cases

(The petitions for the following Debtors will all be filed simultaneously)

The following are Related Cases for all affiliated Debtors herein.

1. TCI 2 Holdings, LLC
2. Trump Entertainment Resorts, Inc.
3. Trump Entertainment Resorts Holdings, L.P.
4. Trump Entertainment Resorts Funding, Inc.
5. Trump Entertainment Resorts Development Company, LLC
6. Trump Taj Mahal Associates, LLC
7. Trump Plaza Associates, LLC
8. Trump Marina Associates, LLC
9. TER Management Co., LLC
10. TER Development Co., LLC

TRUMP MARINA ASSOCIATES, LLC
ACTION BY WRITTEN CONSENT OF THE SOLE MEMBER

February 16, 2009

The undersigned, being the sole member (the "Sole Member") of TRUMP MARINA ASSOCIATES, LLC, a New Jersey limited liability company (the "Company"), acting by written consent without a meeting, hereby consents to the adoption of the resolutions attached hereto with the same force and effect as if they had been adopted at a duly convened meeting of the members of the Company.

Filing of Bankruptcy Petition

RESOLVED, that the Company's Sole Member has determined, based upon current events and after consultation with counsel, that it is desirable and in the best interests of the Company, its creditors, members, bondholders and other interested parties, that a petition be filed by the Company under the provisions of Title 11 of the United States Code (the "Bankruptcy Code");

FURTHER RESOLVED, that a petition under chapter 11 of the Bankruptcy Code ("Chapter 11") shall be filed as submitted by the Chief Executive Officer, Chief Administrative Officer, Chief Financial Officer, Executive Vice-President, Treasurer and Secretary of the Company (collectively, the "Authorized Officers" and each an "Authorized Officer"), or any Authorized Officer acting singly, and the same is hereby approved and adopted in all respects, and each Authorized Officer is hereby authorized, directed and empowered, on behalf of and in the name of the Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court for the District of New Jersey or such other federal court of competent jurisdiction that such Authorized Officer shall deem necessary, appropriate or desirable (the "Bankruptcy Court");

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered to negotiate, execute and obtain a cash collateral agreement (including, in connection therewith, such agreements or instruments as such Authorized Officer considers appropriate) on such terms and conditions that such Authorized Officer may consider necessary, appropriate or desirable; and

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered to execute, verify and/or file, or cause to be executed, verified and/or filed, all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, pleadings, lists, statements of financial affairs and other papers and to take any and all actions that such Authorized Officer shall deem necessary, appropriate or desirable in connection with the proceedings under the Bankruptcy Code.

Appointment of Professionals

RESOLVED, that the law firms of McCarter & English, LLP and Weil, Gotshal & Manges LLP are hereby retained as legal counsel for the Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, and each Authorized Officer is hereby authorized, directed and empowered to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of McCarter & English, LLP and Weil, Gotshal & Manges LLP;

FURTHER RESOLVED, that the firm of Ernst & Young, LLP is hereby retained to provide auditing, accounting, tax and related services to the Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, and each Authorized Officer is hereby authorized, directed and empowered to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Ernst & Young, LLP;

FURTHER RESOLVED, that the firm of Lazard Frères & Co. LLC is hereby retained as financial advisor to the Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, and each Authorized Officer is hereby authorized, directed and empowered to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC;

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered, on behalf of, and in the name of, the Company to retain and employ such attorneys, investment bankers, accountants, restructuring professionals, experts, advisors and other professionals to assist in the Company's Chapter 11 case on such terms as are deemed necessary, appropriate or desirable; and

FURTHER RESOLVED, that the Authorized Officers and any employees, agents, attorneys, investment bankers, accountants, advisors and other professionals designated by or directed by any such Authorized Officers, be, and each hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to cause the Company and such of its affiliates as management deems appropriate to file such other authorized agreements, instruments and documents as may be necessary, appropriate or desirable in connection with the Chapter 11 case and to make such authorized motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful prosecution of the case.

Approval of Other Actions; General Authorization; Additional Resolutions

RESOLVED, that, consistent with the foregoing resolutions, each Authorized Officer is hereby authorized, directed and empowered, in such Authorized Officer's discretion, on behalf of

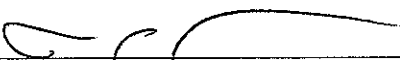
and in the name of the Company and its subsidiaries, to (i) prepare, execute and deliver or cause to be prepared, executed and delivered, and where necessary, appropriate or desirable, file or cause to be filed with the appropriate governmental authorities, all other agreements, instruments and documents, including but not limited to all certificates, contracts, bonds, receipts or other papers, (ii) incur and pay or cause to be paid all fees, expenses and taxes, including without limitation, legal fees and expenses, (iii) engage such persons as such Authorized Officer shall in his judgment determine to be necessary, appropriate or desirable, and (iv) do any and all other acts and things as such Authorized Officer deems necessary, appropriate or desirable to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is deemed necessary, appropriate or desirable); and

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any Authorized Officer or any employee, agent, attorney, investment banker, accountant, advisor or other professional designated by or directed by any Authorized Officer in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, confirmed, approved and ratified in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned, constituting the Sole Member of the Company, has executed this Action by Written Consent as of the date indicated above.

TRUMP ENTERTAINMENT RESORTS HOLDINGS, L.P.
Sole Member of Trump Marina Associates, LLC

By:



John P. Burke
Chief Financial Officer,
Executive Vice-President & Treasurer

**United States Bankruptcy Court
District of New Jersey**

In re **Trump Marina Associates, LLC**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Trump Entertainment Resorts Holdings, LP (Equity Holder)			Limited Liability Company Interest 100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **February 16, 2009**

Signature _____

**John P. Burke
Chief Financial Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of New Jersey

In re TCI 2 HOLDINGS, LLC, et al.,

Debtor(s)

Case No.

Chapter

11

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of TCI 2 Holdings, LLC, and its affiliated debtors and debtors in possession (collectively, the "Debtors") creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
U.S. BANK NATIONAL ASSOCIATION CORPORATE TRUST SERVICES PD-OR-P6TD 555 SW OAK STREET PORTLAND, OR 97204	U.S. BANK NATIONAL ASSOCIATION CORPORATE TRUST SERVICES PD-OR-P6TD 555 SW OAK STREET PORTLAND, OR 97204			\$1,310,896,699.00
BOVIS LEND LEASE, INC 821 ALEXANDER ROAD PRINCETON, NJ 08540	BOVIS LEND LEASE, INC 821 ALEXANDER ROAD PRINCETON, NJ 08540			\$7,474,413.00
THERMAL ENERGY LIMITED 1 1825 ATLANTIC AVENUE ATLANTIC CITY, NJ 08401	THERMAL ENERGY LIMITED 1 1825 ATLANTIC AVENUE ATLANTIC CITY, NJ 08401			\$1,864,212.00
HESS CORPORATION PO BOX 25218 LEHIGH, PA 25218	HESS CORPORATION PO BOX 25218 LEHIGH, PA 25218			\$1,363,403.00
CASINO CONTROL FUND TENNESSEE AVE AND BOARDWALK ATLANTIC CITY, NJ 08401	CASINO CONTROL FUND TENNESSEE AVE AND BOARDWALK ATLANTIC CITY, NJ 08401			\$1,146,345.00
BALLY GAMING INC 6601 BERMUDA ROAD LAS VEGAS, NV 89119	BALLY GAMING INC 6601 BERMUDA ROAD LAS VEGAS, NV 89119			\$482,057.00
ATLANTIC LIMOUSINE INC. 130 N. FLORIDA AVENUE ATLANTIC CITY, NJ 08401	ATLANTIC LIMOUSINE INC. 130 N. FLORIDA AVENUE ATLANTIC CITY, NJ 08401			\$320,124.00
AMERIHEALTH CASUALTY SERVICES 1717 ARCH ST., 45 TH FLOOR PHILADELPHIA, PA 19103	AMERIHEALTH CASUALTY SERVICES 1717 ARCH ST., 45 TH FLOOR PHILADELPHIA, PA 19103			\$263,792.00
SYSCO FOOD SERVICES OF PHILA LLC ATTN: ACCOUNTS RECEIVABLE P. O. BOX 6499 PHILADELPHIA, PA 19145	SYSCO FOOD SERVICES OF PHILA LLC ATTN: ACCOUNTS RECEIVABLE P. O. BOX 6499 PHILADELPHIA, PA 19145			\$261,832.00
OTIS ELEVATOR CO P.O. BOX 13716 NEWARK, NJ 07188-716	OTIS ELEVATOR CO P.O. BOX 13716 NEWARK, NJ 07188-716			\$242,611.00

B4 (Official Form 4) (12/07) - Cont.

In re TCI 2 HOLDINGS, LLC, et al.,

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
ACCENTS/KF INVESTMENTS P.O. BOX 13716 NEWARK, NJ 07188-716	KF INVESTMENTS DBA ACCENTS P. O. BOX 361 WEST BERLIN, NJ 08091			\$197,733.00
WMS GAMING INC T/A WILLIAMS ATTN: ACCOUNTS RECEIVABLE 800 SOUTH NORTHPOINT BLVD WAUKEGAN, IL 60085	WMS GAMING INC T/A WILLIAMS ATTN: ACCOUNTS RECEIVABLE 800 SOUTH NORTHPOINT BLVD WAUKEGAN, IL 60085			\$178,352.00
IGT 1 EASTERN OPERATING #774028 4028 SOLUTION CENTER CHICAGO, IL 60677	IGT, INC. 1 EASTERN OPERATING #774028 4028 SOLUTION CENTER CHICAGO, IL 60677-4000			\$175,117.00
ATLANTIC CITY LINEN SUPPLY INC 18 N. NEW JERSEY AVENUE ATLANTIC CITY, NJ 08401	ATLANTIC CITY LINEN SUPPLY INC 18 N. NEW JERSEY AVENUE ATLANTIC CITY, NJ 08401			\$155,366.00
MTM SALES CORP PO BOX 300 923 BROOKLYN, NY 11230	MTM SALES CORP PO BOX 300 923 BROOKLYN, NY 11230			\$150,920.00
HORIZON BLUE CROSS BLUE SHIELD OF NEW JERSEY 1558 MAPLES AVE NEWARK, NJ 07112	HORIZON BLUE CROSS BLUE SHIELD OF NEW JERSEY 1558 MAPLES AVE NEWARK, NJ 07112			\$150,861.00
AGILYSYS NV LLC 1858 PAYSPIRE CIRCLE CHICAGO, IL 60674	AGILYSYS NV LLC 1858 PAYSPIRE CIRCLE CHICAGO, IL 60674			\$145,764.00
CLEAR CHANNEL OUTDOOR, INC. PO BOX 402379 ATLANTA, GA 30384-2379	CLEAR CHANNEL OUTDOOR, INC. PO BOX 402379 ATLANTA, GA 30384-2379			\$141,835.00
CONNER STRONG COMPANIES INC 1701 RTE 70 EAST CHERRY HILL, NJ 08034	CONNER STRONG COMPANIES INC 1701 RTE 70 EAST CHERRY HILL, NJ 08034			\$124,404.00
HARCO INDUSTRIES INC USA 333 SOUTH VAN BRUNDT STREET ENGLEWOOD, NJ 07631	HARCO INDUSTRIES INC USA 333 SOUTH VAN BRUNDT STREET ENGLEWOOD, NJ 07631			\$119,691.00

B4 (Official Form 4) (12/07) - Cont.

In re TCI 2 HOLDINGS, LLC, et al.,

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporations named as the Debtors in these cases, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date February 16, 2009

Signature


John P. Burke
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.